

**COUNTY COUNCIL
OF
HARFORD COUNTY, MARYLAND**

BILL NO. 03-29

Introduced by: Council President Wagner at the request of the County Executive

Legislative Day No. 03-14 Date: May 20, 2003

AN EMERGENCY BILL to authorize and empower Harford County, Maryland to borrow, upon its full faith and credit, and to issue and sell its bonds or other form of indebtedness therefore, in the aggregate principal amount not to exceed Thirty Three Million Dollars (\$33,000,000), to be designated as "Harford County Refunding Bonds of 2003, Series B" (the "Refunding Bonds"), the proceeds thereof to be used for the purpose of refunding: (a) such amounts of the County's "Consolidated Public Improvement Bonds, Series 1996" and such amounts to be refunded (the "Outstanding 1996 Consolidated Public Improvement Bonds"); and (b) such amounts of the County's "Consolidated Public Improvement Bonds, Series 1997" and such amounts to be refunded (the "Outstanding 1997 Consolidated Public Improvement Bonds"), collectively the "County Bonds Subject to Refunding"; the maturities of such of the (a) Outstanding

By the Council, May 20, 2003

Introduced, read first time, ordered posted and public hearing scheduled

on: June 17, 2003

at: 7:45 p.m.

By Order: Mary Kate Herbig, Acting Council Administrator

PUBLIC HEARING

Having been posted and notice of time and place of hearing and title of Bill having been published according to the Charter, a public hearing was held on June 17, 2003 and concluded on June 17, 2003.

Mary Kate Herbig, Acting Council Administrator

EXPLANATION: CAPITALS INDICATE MATTER ADDED TO EXISTING LAW. [BRACKETS] indicate matter deleted from existing law. Underlining indicates language added to Bill by amendment. Language lined through indicates matter stricken out of Bill by amendment.

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1996 Consolidated Public Improvement Bonds; and (b) Outstanding 1997 Consolidated Public Improvement Bonds are hereinafter referred to as the "Refunded Bonds". The maturities of the County Bonds Subject to Refunding may be determined by a Resolution of the County Council of Harford County, Maryland all in accordance with Article 25A of the Annotated Code of Maryland, as amended, the Charter of Harford County, Section 123-40 of the Code of Harford County, and Section 24 of Article 31 of the Annotated Code of Maryland, as amended, or as otherwise permitted by law; providing that the proceeds of the Refunding Bonds shall be used to make payment upon all such bonds refunded including for each such issue, without limitation, the payment of any redemption premium, any interest accrued or to accrue to the date of redemption of all

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such bonds refunded and the costs of issuing the Refunding Bonds; prescribing certain details incident to the issuance and sale of such Refunding Bonds and authorizing the County Council of Harford County, Maryland to adopt an administrative resolution that shall provide for additional details incident thereto, including, but not limited to, specifying the maturities of the outstanding issues of the County's Bonds to be redeemed with the proceeds of the Refunding Bonds as the County and otherwise generally relating to the issuance, sale, delivery and payment of any such evidences of indebtedness or financing obligations; providing that such indebtedness shall be issued upon the full faith and credit of Harford County, Maryland; providing for disbursement of the proceeds of the sale of evidences of indebtedness and for the levying of charges, assessments and all taxes necessary to provide payment of the principal of and interest thereon; providing that

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certain additional matters may be determined by executive order of the County Executive of the County, including but not limited to, amendments to the form of the Refunding Bonds as approved by this Ordinance, the form of various documents as are necessary to implement the financing authorized herein, the manner of issuance and delivery of the Refunding Bonds, and the payment of all necessary expenses in connection therewith, the rate or rates of interest to be paid, maturity schedule, redemption provisions and generally for such other matters as may be deemed appropriate by the County Council of Harford County, Maryland in connection therewith; providing for the disbursement of the proceeds of the sale of the Refunding Bonds and for the levying of taxes and for the payment of the principal or accreted amount of, and interest on, the Refunding Bonds as they shall mature; providing for the private (negotiated) sale of the Refunding Bonds, or any portion thereof, following a solicitation of offers for the purchase of the Refunding

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Bonds; providing that, upon written request of the County Executive and by administrative resolution of the County Council of Harford County, Maryland, the County may elect to offer the Refunding Bonds for purchase at public sale after competitive bid or, to the extent practical, pursuant to the procurement law of the County, Chapter 41 of the Harford County Code, if such public sale is determined by the County Council of Harford county to be in the best interests of the County; providing that the Refunding Bonds shall be issued upon the full faith and credit of Harford County, Maryland; generally providing for and determining various matters in connection with the issuance, sale and delivery of the Refunding Bonds; and declaring the matters described in this Bill to be of an emergency nature affecting the health, safety and welfare of the citizens of Harford County, Maryland.

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RECITALS

1 WHEREAS, Harford County, Maryland (the "County") has heretofore issued its (a) Harford
2 County Consolidated Public Improvement Bonds of 1996; and (b) Harford County Consolidated
3 Public Improvement Bonds of 1997; and together with such other bonds of the County that may
4 be refunded by virtue of the authority of this Ordinance as specifically provided in a Resolution
5 of the County Council of Harford County, Maryland adopted subsequent to the passage of this
6 Ordinance, the ("Outstanding Bonds").

7 WHEREAS, the public purposes for which the proceeds of the Outstanding Bonds were
8 authorized to be spent, the amounts (or maximum amounts) authorized to be spent for each such
9 public purpose, and the probable average useful life of the projects financed with the proceeds of
10 each such series of bonds are specified in (or incorporated by reference into) the Bond Issue
11 Authorization Ordinance for each such series specified in Exhibit A, (the "Bond Ordinance").
12 All terms defined in Exhibit A shall have the meanings given such terms therein and Exhibit A is
13 incorporated herein by reference and made a part hereof; and

14 WHEREAS, Section 24 of Article 31 of the Annotated Code of Maryland, as amended
15 (the "Refunding Act"), provides that a county which has power under any public general or
16 public local law to borrow money and to evidence the borrowing by the issuance of its general
17 obligation bonds, revenue bonds or other evidences of obligation by whatever name known or
18 source of funds secured, may issue bonds for the purpose or refunding any of its bonds then
19 outstanding, including the payment of any redemption premium and any interest accrued or to
20 accrue to the date of redemption, purchase or maturity of the bonds or other obligations; and

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1 WHEREAS, the County is authorized to borrow money and to evidence the borrowing by
2 the issuance of its general obligation bonds by Section 5(P) of Article 25A of the Annotated
3 Code of Maryland, as amended ("Article 25A"), Section 524 of the Harford County Charter (the
4 "Charter") and Section 123-40 of the Code of Harford County (the "Code"); and

5 WHEREAS, refunding bonds may be issued under the authority of the Refunding Act for
6 the public purpose of:

7 (a) Realizing savings to issuer in the aggregate cost of debt service on either a direct
8 comparison or present value basis; or

9 (b) Debt restructuring that:
10 (i) in the aggregate effects such a reduction in the cost of debt service; or
11 (ii) is determined by the governing body to be in the best interests of the
12 issuer, to be consistent with the issuer's long-term financial plan, and to realize a final objective
13 of the issuer including improving the relationship of debt service to a source of payment such as
14 taxes, assessments, or other charges; and

15 WHEREAS, the Refunding Act further provides that the power to issue refunding bonds
16 shall be deemed additional and supplemental to the issuer's existing borrowing power, and the
17 procedures for the issuance of refunding bonds shall be the same as those applicable to the bonds
18 or other obligations being refunded, except that refunding bonds may be sold on a negotiated
19 basis without solicitation of bids if the issuer determines in a public meeting that such procedure
20 is in the public interest; and

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1 WHEREAS, based on the findings set forth hereinabove, the County Council of Harford
2 County, Maryland has determined that it is in the best interest of the County to issue its general
3 obligation refunding bonds; and

4 WHEREAS, the County Council of Harford County, Maryland has determined that its
5 refunding bonds shall be issued in the aggregate principal amount not to exceed Thirty Three
6 Million Dollars (\$33,000,000) for the purpose of refunding the County Bonds Subject to
7 Refunding in whole or in part as set forth in this Ordinance and pursuant to an administrative
8 resolution or resolutions (the "Resolution") to be adopted by the County Council of Harford
9 County, Maryland upon written recommendation of the County Executive pursuant to this
10 Ordinance; and

11 WHEREAS, the County's refunding bonds shall pay the redemption premium (if any),
12 the interest accrued or to accrue to the date of redemption of the Refunded Bonds and the costs
13 of issuance of the County's refunding bonds (if authorized by Resolution of the County Council
14 of Harford County, Maryland); and

15 WHEREAS, based on the findings hereinabove, the County Council of Harford County,
16 Maryland has determined that it may be in the best interests of the County to issue portions of its
17 refunding bonds as "capital appreciation bonds", the interest on which shall accrue and be
18 compounded periodically but shall not be payable until the date on which the principal of such
19 bonds is payable at their maturity; and the County Council of Harford County, Maryland has
20 further determined that any such capital appreciation bonds, if issued, shall be upon the written
21 recommendation of the County Executive and by administrative resolution of the County

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1 Council of Harford County, Maryland, and such bonds would not be subject to redemption prior
2 to maturity; and

3 WHEREAS, the Refunding Act further provides that, for the purpose of determining
4 whether refunding bonds issued hereunder are within any debt limitation applicable to an issuer,
5 the amount of the County Bonds Subject to Refunding shall be subtracted from, and the amount
6 of such refunding bonds to be issued shall be added to, the aggregate of such issuer's outstanding
7 bonds; and

8 WHEREAS, the County Council of Harford County, Maryland is hereby authorized to
9 enact an Ordinance adopted in accordance with Section 524 of the Charter and other applicable
10 provisions of law providing for (or setting forth the manner of determining) the issuance and
11 sale, the designation, form, tenor, denomination, maturity or maturities, and the rate or rates of
12 interest payable upon the County's Refunding Bonds or other form of indebtedness issued under
13 this Ordinance; and to levy annually *ad valorem* taxes upon the assessable property within the
14 County sufficient, together with other taxes and other available funds to provide for the payment
15 of the interest on and principal or accreted amount of the County's refunding bonds issued under
16 this Ordinance; and

17 WHEREAS, the proposed refunding bonds and any other form of indebtedness issued
18 hereunder is within the legal limitations on the indebtedness of the County; and

19 WHEREAS, the final aggregate principal amount of County's refunding bonds together
20 with certain details of the refunding bonds, including, but not limited to, the form of the
21 refunding bonds, the form of various documents as are necessary to implement the financing

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1 authorized by this Ordinance, maturity schedule, interest rate or rates, redemption provisions,
2 date of sale, manner of sale (if different from private (negotiated) sale), and purchaser, and
3 appointment of escrow deposit agent as necessary for the Refunding Bonds, shall be determined
4 pursuant to the provisions of the Resolution adopted by the County Council of Harford County,
5 Maryland upon the written recommendation of the County Executive pursuant to this Ordinance;
6 and

7 WHEREAS, the Resolution adopted by the County Council of Harford County, Maryland
8 pursuant to this Ordinance may specify issues of County bonds, in addition to the bonds
9 described in Exhibit A attached hereto which, by virtue of the authority set forth in this
10 Ordinance and in the Resolution, may be refunded with the proceeds from the sale of the
11 Refunding Bonds as the County Council of Harford County, Maryland may determine to be in
12 the best interests of the County.

13 NOW, THEREFORE, in accordance with the provisions of the Charter, the Code and the
14 laws of the State of Maryland.

15 SECTION 1. Be it enacted by the County Council of Harford County, Maryland, that all
16 terms defined in the foregoing recitals and in Exhibit A hereto shall have the meanings given
17 such terms therein.

18 SECTION 2. Be it further enacted by the County Council of Harford County, Maryland,
19 that it is hereby found and determined as follows:

20 (a) (i) The County has heretofore issued the (a) Harford County Consolidated
21 Public Improvement Bonds of 1996; and (b) Harford County Consolidated Public Improvement

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1 Bonds of 1997; in the original aggregate principal amounts listed in Exhibit A hereto for the
2 public purposes and in the amounts (or maximum amounts) for each such public purpose
3 specified in the Bond Ordinance for such series as set forth in Exhibit A hereto. The aggregate
4 principal amount of the County Bonds Subject to Refunding excluding bonds issued per water
5 and sewer purposes is also set forth in Exhibit A hereto.

6 (b) Interest rates in the municipal bond market for certain corresponding maturities of
7 bonds are significantly lower than the rates in existence at the time of sale for certain maturities
8 of the Harford County Consolidated Public Improvement Bonds of 1996; and Harford County
9 Consolidated Public Improvement Bonds of 1997; and the County's financial advisor has
10 advised the County that it may be able to realize savings in aggregate cost of debt service upon
11 the Outstanding Bonds, which are subject to redemption prior to their stated maturities, in each
12 case on either a direct comparison or a present value basis, by issuing the County's Refunding
13 Bonds for the purpose of redeeming all or a portion of (a) the Outstanding 1996 Consolidated
14 Public Improvement Bonds; and (b) the Outstanding 1997 Consolidated Public Improvement
15 Bonds described in Exhibit A hereto, all on the dates and at the redemption prices specified in
16 Exhibit A hereto (or on such other dates and at such other redemption prices as may be specified
17 in the Resolution) for the purpose of paying any redemption premium, any interest accrued or to
18 accrue on the date of redemption of the Outstanding Bonds and the costs of issuing the County's
19 refunding bonds. The County understands that the final determination of savings in the
20 aggregate cost of debt service for the Outstanding Bonds refunded shall depend on the actual

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1 interest rates available at the time the County's Refunding Bonds are sold and the other terms
2 and conditions of the sale.

3 (c) It is therefore in the best interest of the County to issue its general obligation
4 refunding bonds for the purpose of redeeming all or a portion of the Outstanding 1996
5 Consolidated Public Improvement Bonds; and the Outstanding 1997 Consolidated Public
6 Improvement Bonds, as described in Exhibit A and as may be further described in the Resolution
7 on the dates and at the redemption prices specified in Exhibit A hereto (or on such other dates or
8 at such other redemption prices as may be specified in the Resolution), and for the purpose of
9 paying any redemption premium, any interest accrued or to accrue to the date of redemption of
10 the Outstanding Bonds and the costs of issuing the Refunding Bonds, including but not limited to
11 underwriting fees and forward purchase agreement fees. Based upon the advice of the County's
12 financial advisor, it may be in the best interest of the County to issue a portion of the Refunding
13 Bonds as capital appreciation bonds, the interest on which shall accrue and be compounded as
14 hereinafter described, but shall not be payable until the date on which the principal of such
15 Refunding Bonds is payable at maturity (hereinafter the "Capital Appreciation Refunding
16 Bonds"). If any Capital Appreciation Refunding Bonds are issued upon the written
17 recommendation of the County Executive and by administrative resolution, the other Refunding
18 Bonds (on which interest shall be payable currently (as hereinafter described)) shall be
19 hereinafter referred to as "Current Interest Refunding Bonds".

20 (d) The aggregate principal amount of the Refunding Bonds, computed in accordance
21 with subsection (d) of the Refunding Act, is within the legal limitation on the indebtedness of the

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1 County as set forth in Section 5(P) of Article 25A of the Annotated Code of Maryland. The
2 principal amount of the Capital Appreciation Refunding Bonds for all purposes of this Ordinance
3 shall be, and shall be deemed to be, the amount of original proceeds received by the County from
4 the sale thereof; and such amount shall be hereinafter referred to as the "Original Principal
5 Amount" of the Capital Appreciation Refunding Bonds. The amount payable on the maturity
6 date of each Capital Appreciation Refunding Bond shall be hereinafter referred to 'as its
7 "Maturity Amount".

8 (e) In order to achieve the flexibility necessary to structure and market the Refunding
9 Bonds to maximize the savings to the County, and pursuant to the County's authority under' the
10 Refunding Act, it is in the public interest to sell the Refunding Bonds of each issue on a
11 negotiated basis (following a limited solicitation of offers of the purchase of the Refunding
12 Bonds), unless the County, by Resolution approved by the County Council of Harford County,
13 Maryland, authorizes a public sale of the Refunding Bonds, and to provide for the award and sale
14 of the Refunding Bonds to the purchaser thereof and various other matters relating to the
15 issuance of the Refunding Bonds including, among other things, the final aggregate principal
16 amount of the Refunding Bonds, the years of maturity of the Outstanding Bonds which shall be
17 subject to refunding by the Refunding Bonds, the schedule of maturities of the Refunding Bonds,
18 the determination of which Refunding Bonds shall be Current Interest Refunding Bonds and
19 which shall be Capital Appreciation Refunding Bonds, the rates of interest payable on the
20 Current Interest Refunding Bonds of each issue and maturity, the accretion in value of the
21 Capital Appreciation Refunding Bonds of each issue and maturity, or the method of determining

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1 such accretion in value, such revisions to the form of Refunding Bond (as set forth in Section 4
2 of this Ordinance) as may be required for sale, the terms and conditions relating to any optional
3 redemption or mandatory sinking fund redemption, the purchase price of the Refunding Bonds
4 (which may be either at, above or below par), and the appointment of an escrow deposit agent for
5 the Refunding Bonds, by the adoption of the Resolution, which Resolution shall be adopted at
6 the time the Refunding Bonds are to be awarded and sold by private negotiated sale to the
7 purchaser thereof.

8 (f) The projects financed with the proceeds of Harford County Consolidated
9 Public Improvement Bonds of 1996 and Harford County Consolidated Public Improvement
10 Bonds of 1997 are described in Exhibit B, attached hereto.

11 SECTION 3. Be it further enacted by the County Council of Harford County, Maryland,
12 that the County, pursuant to the authority contained in Section 5(P) of Article 25A of the
13 Annotated Code of Maryland, the Charter, the Code and the Refunding Act, shall borrow upon
14 the full faith and credit of the County and shall issue and sell upon the full faith and credit of the
15 County an aggregate principal amount not to exceed Thirty Three Million Dollars (\$33,000,000)
16 (or such lesser aggregate principal amount as may be specified in the Resolution) of its bonds in
17 registered form without coupons, such bonds to be known as "Harford County, Maryland
18 Refunding Bonds of 2003 (Series B). The Refunding Bonds may be issued as Current Interest
19 Refunding Bonds or as a combination of Current Interest Refunding Bonds and Capital
20 Appreciation Refunding Bonds, upon the advice of the County's financial advisor and as shall be
21 determined in the Resolution.

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1 SECTION 4. Be it further enacted by the County Council of Harford County, Maryland,
2 that the date of issue of the Current Interest Refunding Bonds, and the date of issue of the Capital
3 Appreciation Refunding Bonds shall be as provided by the Resolution. Unless the County
4 Council of Harford County, Maryland by resolution authorizes a public sale of the Refunding
5 Bonds, the Refunding Bonds shall bear interest at the rate or rates named by the purchaser of the
6 Refunding Bonds at private (negotiated) sale as shall hereafter be approved upon written
7 recommendation of the County Executive by the Resolution, and said interest, in the case of the
8 Current Interest Refunding Bonds, shall be payable semiannually in each of the years that the
9 bonds are outstanding, and shall be payable at maturity in the case of the Capital Appreciation
10 Refunding Bonds: provided that in no event shall the term to maturity exceed thirty (30) years.
11 The Current Interest Refunding Bonds shall be issued pursuant to the authority of this Ordinance,
12 and shall be issued in denominations of Five Thousand Dollars (\$5,000) each, or any integral
13 multiple thereof. The Refunding Bonds shall be numbered from one (1) consecutively upward in
14 the order of their maturities. The Refunding Bonds shall mature in such serial annual
15 installments and in such amounts and in such years as shall be approved in the Resolution. The
16 Capital Appreciation Refunding Bonds shall be issued pursuant to the authority of this Ordinance
17 and shall be in the original principal amounts per \$5,000 accreted amount due at maturity. The
18 Refunding Bonds, when issued, shall be executed in the name of Harford County, Maryland, by
19 the facsimile signature of the County Executive of Harford County, Maryland, and a facsimile of
20 the corporate seal of the County shall be imprinted on each of the Refunding Bonds attested by

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1 the facsimile signature of the Director of Administration of Harford County and authenticated by
2 the manual signature of a duly authorized officer of the Bond Registrar (defined in Section 21 of
3 the Ordinance). The facsimiles of said signature and said seal shall be engraved, printed or
4 lithographed on each of the Refunding Bonds in accordance with, and pursuant to, the authority
5 of Sections 2-301 through 2-306, inclusive, of the State Finance and Procurement Article of the
6 Annotated Code of Maryland, as amended. The Refunding Bonds shall be subject to registration
7 as to principal and interest in the name or names of the owner or owners thereof on books kept
8 for that purpose at the principal office of the Bond Registrar (defined in Section 21 of this
9 Ordinance) and the principal of the Refunding Bonds shall be payable upon presentation and
10 surrender at the principal office of the Paying Agent (defined in Section 21 of this Ordinance).
11 Payment of interest on the Current Interest Refunding Bonds shall be made by the Paying Agent
12 on each payment date, to each person appearing on the registration books of the County,
13 maintained by the Bond Registrar, as the registered owner thereof, by check or draft mailed to
14 each such registered owner at his or her address as it appears on such registration books. Interest
15 on the Capital Appreciation Refunding Bonds will accrue from the date of delivery and the
16 accreted amounts of the Capital Appreciation Refunding Bonds will be available at maturity by
17 the paving agent. There shall be printed on each Refunding Bond the text of the approving legal
18 opinion of bond counsel with respect to the Refunding Bonds. Except as provided hereinafter or
19 in resolutions of the County Council of Harford County, Maryland adopted prior to the issuance
20 of the Refunding Bonds, the Refunding Bonds shall be in substantially the following form, which

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1 form, together with all covenants and conditions therein contained, is hereby adopted by the
2 County Council of Harford County, Maryland as and for the form of obligation to be incurred by
3 Harford County (unless the County Council of Harford County, Maryland shall determine by
4 Resolution that the Refunding Bonds shall be issued in book-entry form), and said covenants and
5 conditions, including the promise to pay therein contained, are hereby made binding upon
6 Harford County, Maryland, in accordance with the endorsement on said Refunding Bonds:

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UNITED STATES OF AMERICA
STATE OF MARYLAND
HARFORD COUNTY, MARYLAND
HARFORD COUNTY REFUNDING BONDS OF 2003 (SERIES B)

<u>Interest Rate</u>	<u>Dated Date</u>	<u>Maturity Date</u>	<u>CUSIP</u>
	_____, 2003	_____, 2004	
Registered Owner:			
Principal Sum: _____ (Dollars)			
(\$ _____)			

HARFORD COUNTY, MARYLAND, a body politic and corporate, organized and existing under the Constitution and laws of the State of Maryland (the "County"), hereby acknowledges itself indebted and, for value received, promises to pay to the Registered Owner of this bond as set forth above, or registered assignee, the Principal Sum shown hereon on the Maturity Date shown hereon (or earlier as provided herein) upon presentation and surrender of this bond and to pay interest thereon, from the interest payment date next preceding the date of registration and authentication of this bond, unless this bond is registered and authenticated as of an interest payment date, in which case it shall bear interest from such interest payment date, or unless this bond is registered and authenticated prior to _____, 2003, in which event this bond shall bear interest from _____, 2003 unless, as shown by the records of the Bond Registrar (herein defined) interest on this bond shall be in default, in which event this bond shall bear interest from the date on which interest was last paid on this bond at the Interest Rate per annum shown hereon until payment of said principals, such interest to the maturity hereof being payable on _____, 2003, and semiannually thereafter on the first days of _____ and _____ in each year by check or draft of the Paying Agent hereinafter described mailed to the registered owners thereof as interest becomes due and payable.

Both the principal of and interest and premium, if any on this bond will be paid in lawful money of the United States of America, at the time of payment. Payment of the principal of and premium, if any, on this bond shall be made upon presentation and surrender hereof at the principal office of _____, Maryland ("Paying Agent"). Payment of interest on this bond shall be made by the Paying Agent on each interest payment date to the person appearing on the registration books of the County maintained by the Bond Registrar as

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1 the registered owner hereof, by check or draft mailed to such registered owner at his or her
2 address as it appears 'on such registration books.

3
4 This bond shall be registered as to principal and interest in the name of the owner on the
5 registration books kept for that purpose at the principal office of _____, _____,
6 Maryland ("Bond Registrar"), and such registration shall be noted on the back of this bond, after
7 which no transfer hereof shall be valid unless made on the said registration books by the
8 registered owner hereof in person or by his duly authorized attorney, and similarly noted on this
9 bond. The County, Bond Registrar and Paying Agent may deem and treat the person in whose
10 name this bond is registered as the absolute owner hereof for all purposes. This bond, upon
11 surrender hereof at the principal office of the Bond Registrar with a written instrument of
12 transfer satisfactory to the Bond Registrar, duly executed by the registered owner hereof or his
13 duly authorized attorney, may, at the option of the registered owner hereof, be exchanged for an
14 equal aggregate principal amount of Bonds (hereinafter defined) of authorized denominations
15 and of the same form and tenor as this bond. For every such exchange or transfer of Bonds, the
16 County or the Bond Registrar shall make a charge for any tax or other governmental charge
17 required to be paid with respect to such exchange or transfer as a condition precedent to the
18 exercise of such privilege. The Bond Registrar shall not be obligated to make any such exchange
19 or transfer of Bonds during the 15 days next preceding an interest payment date on the Bonds, or
20 in case of any proposed redemption of the Bonds, during the 15 days next preceding the date of
21 the publication of notice of such redemption. The Bond Registrar shall not be required to make
22 any transfer or exchange of any bonds called for redemption.

23
24 The bond is one of a duly authorized issue or series of bonds aggregating _____
25 Dollars (\$_____) in principal amount, all dated as of _____, 2003 and known as
26 "Harford County, Maryland Refunding Bonds of 2003 (Series B)" (the "Bonds"). The Bonds
27 shall be issued as fully registered bonds without coupons in denominations of Five Thousand
28 Dollars (\$5,000) or any integral multiple thereof. The Bonds mature serially in installments on
29 the first day of _____ in each of the years ____ to ____, inclusive, as follows:
30 _____. The Bonds are numbered from one (1) consecutively upwards in the order
31 of their maturities, are of like tenor except as to maturity, number and interest rate, are issued
32 pursuant to and in full conformity with the provisions of the Charter of Harford County, as
33 amended, and by virtue of due proceedings had and taken by the County Council on Harford
34 County, Maryland, particularly a Bill enacted on _____, 2003, entitled Bill No. 03-29 and
35 a Resolution adopted on _____.

36
37 The full faith and credit and unlimited taxing power of the County is pledged to the
38 punctual payment of the principal of and interest on this bond according to its terms, and the
39 County covenants and agrees punctually to pay the principal of this bond and the interest
40 thereon, at the dates and in the manner mentioned herein.

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1 No covenant or agreement contained in this bond shall be deemed to be a covenant or
2 agreement of any officer, agent or employee of the County in his or her individual capacity, and
3 neither the members of the County Council of Harford County, Maryland nor any official
4 executing this bond shall be personally liable or be subject to any personal liability or
5 accountability by reason of the issuance of this bond.
6

7 It is hereby certified and recited that each and every act, condition and thing required to
8 exist, to be done, to have happened and to be performed precedent to and in the issuance of this
9 bond, does exist, has been done, has happened and has been performed in full and strict
10 compliance with the Constitution and laws of the State of Maryland, the Charter of Harford
11 County and the Ordinance and Resolution above referred to, and that the issue of bonds of which
12 this is one, together with all other indebtedness of the County, is within every debt and other
13 limit prescribed by the Constitution and laws of said State and the Charter of Harford County,
14 and that due provision has been made for the levy and collection, if and when necessary, of an
15 annual *ad valorem* tax or taxes upon all the legally assessable property within the corporate
16 limits of the County, as prescribed by law, in rate and amount sufficient to provide for the
17 payment, when due, of the interest on and the principal of this bond.
18

19 In any case where any date of payment of principal of, premium (if any), or interest on
20 this bond, or the date fixed for any redemption of this bond, shall be a Saturday, Sunday or legal
21 holiday observed by the County, then payment of such principal, premium (if any), or interest
22 need not be made on such date but may be made on this next succeeding day which is not a
23 Saturday, Sunday or legal holiday observed by the County with the same force and effect as if
24 made on the date of payment or the date fixed for redemption.
25

26 This bond shall not be valid or become obligatory for any purpose until this bond shall
27 have been authenticated by the execution by the Bond Registrar, or its successor as Bond
28 Registrar, of the Certificate of Authentication inscribed hereon.
29

30 IN WITNESS WHEREOF Harford County, Maryland, has caused this bond to be
31 executed in its name by the facsimile signature of the County Executive, which signature has
32 been imprinted hereon, and has also caused a facsimile of its corporate seal to be imprinted
33 hereon, attested by the facsimile signature of the Director of Administration, all as of the _____
34 day of _____. 2003.
35
36

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1 Attest:

HARFORD COUNTY, MARYLAND

2
3
4
5
6
7 _____
8 Director of Administration

By: _____
County Executive

9 Date of Authentication: _____
10
11

12 CERTIFICATE OF AUTHENTICATION

13
14 This bond is one of the registered bond of Harford County, Maryland
15 Refunding Bonds of 2003 (Series B)
16
17

18 _____
19
20 By: _____
21
22

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[Form of Registration]

(No writing hereon except by an officer of _____, Baltimore, Maryland, Bond Registrar).

<u>Date of Registry</u>	<u>Name of Registered Holder</u>	<u>Registered By</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto

(please insert name and address of the assignee)

(Tax Identification or Social Security No. _____) the within bond, and hereby irrevocably constitutes and appoints _____ attorney to transfer the within bond on the books kept for registration thereof, with full power of substitution in the premises.

Date: _____

Signature guaranteed:

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1
2 NOTICE: Signature must be guaranteed
3 by a member firm of the New York
4 Stock Exchange or a commercial bank
5 or trust company
6
7
8
9

NOTICE: The signature on this Assignment
must correspond with the name of the
registered owner as it appears on the face
of the within bond in every particular,
without alteration or enlargement or any
change whatever.

10 [Form of Certification of Legal Opinion
11 to appear on panel to left of Filing Back]
12
13

14 IT IS HEREBY CERTIFIED that the following is a true and correct copy of the complete
15 approving legal opinion of Miles & Stockbridge, P.C., Baltimore, Maryland, with respect to the
16 issue of bonds, of which this bond is one, that the original of said opinion was manually
17 executed, dated and issued as of the date of delivery of, and payment for, said issue of bonds and
18 that an executed copy thereof is on file with the Paying Agent.
19

20
21 (Here insert text of legal opinion
22 relating to this issue of bonds.)
23
24

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1 SECTION 5. Be it further enacted by the County Council of Harford County, Maryland,
2 that the Current Interest Refunding Bonds shall bear interest at the rate or rates for such Current
3 Interest Refunding Bonds to be established by negotiation (unless the Current Interest Refunding
4 Bonds are sold at public sale and/or by competitive bid) in accordance with Section 11 of this
5 Ordinance, and such interest shall be payable each year until maturity, and on the maturity or
6 redemption date thereof, until and including the date of maturity or earlier redemption; provided
7 that such interest payment dates may be changed by the Resolution.

8 Each Current Interest Refunding Bond shall bear interest from the interest payment date
9 next preceding the date of registration and authentication of such Current Interest Refunding
10 Bond, unless such Current Interest Refunding Bond is registered and authenticated on an interest
11 payment date, in which case it shall bear interest from such interest payment date, or, unless
12 authenticated prior to the first interest payment date, in which case it shall bear interest from the
13 date of issuance of the Refunding Bonds, or unless, as shown by the records of the Bond
14 Registrar, interest on such Current Interest Refunding Bond shall be in default, in which event
15 such Current Interest Refunding Bond shall bear interest from the date to which interest was last
16 paid on such Current Interest Refunding Bond. No current interest will be payable on the Capital
17 Appreciation Refunding Bonds. Interest on the Original Principal Amount of the Capital
18 Appreciation Refunding Bonds shall accrue from the date of issuance of the Refunding Bonds
19 until the maturity date thereof at the interest rate or rates for such Capital Appreciation
20 Refunding Bonds to be established by negotiation (unless the Capital Appreciation Refunding
21 Bonds are sold at public sale and/or by competitive bid) in accordance with Section 11 of this

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1 Ordinance, and shall be compounded semiannually each year until maturity, and shall be payable
2 on the maturity date thereof; provided that such dates may be changed by the Resolution.

3 SECTION 6. Be it further enacted by the County Council of Harford County, Maryland,
4 that prior to the issuance, sale and delivery of any bonds, bond anticipation notes, or any other
5 evidences of indebtedness, pursuant to this Ordinance, the County Council of Harford County,
6 Maryland shall (without limitation) determine administratively in the Resolution:

7 (a) the substantially final form of instruments or agreements by which the debt or
8 financing authorized herein shall be evidenced (including, but not limited to, bonds, bond
9 anticipation notes, trust agreements and trust indentures);

10 (b) the manner, if any, by which any indebtedness or financing shall be secured in
11 addition to a pledge of the full faith and credit and unlimited taxing power of the County;

12 (c) the principal amounts, rate or rates of interest or method of determining such rate
13 or rates, date, denominations, maturity payment provisions and prepayment, tender and/or
14 redemption provisions (if any) and other terms and conditions thereof;

15 (d) the maturities and amounts of the Outstanding Bonds to be redeemed;

16 (e) the substantially final form and contents and consent to the distribution (and shall
17 authorize the execution and delivery, where applicable) of various agreements and documents as
18 are necessary to implement the financing authorized herein, including, but not limited to, a
19 Preliminary Official Statement and/or an Official Statement, a solicitation of offers for purchase
20 of the Refunding Bonds by prospective purchasers of the Refunding Bonds, a Purchase Contract
21 with the underwriter(s) selected, and if any indebtedness is determined by the Resolution, to be

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1 issued in book entry form, securities depository agreements (collectively the "Documents"),
2 required for the issuance, sale and delivery of any evidence of indebtedness or the completion of
3 the financing authorized herein, which Documents shall contain such provisions as may be
4 required by law or to consummate the financing authorized herein;

5 (f) the details of a public sale of the Refunding Bonds after competitive bid, if the
6 County Council of Harford County, Maryland shall determine that such public sale (rather than
7 the manner of sale set forth in Section 11 of this Ordinance) is in the best interests of the County;

8 (g) the manner in which any evidence of indebtedness authorized for issuance by this
9 Ordinance shall be executed, sealed and attested (which may be by facsimile signature and/or
10 seal) if different from the provisions of this Ordinance;

11 (h) provision for the payment of all necessary expenses of preparing, printing and
12 selling any evidence of indebtedness and the Documents including, without limitation, any and
13 all costs, fees and expenses incurred by or on behalf of the County in connection with the
14 authorization, issuance, sale and delivery of any bonds or notes, and all costs incurred in
15 connection with the development of the Documents, including the fees of counsel to the County
16 and compensation to any persons (other than full-time employees of the County) or entities
17 performing services for or on behalf of the County in connection therewith and in connection
18 with all other transactions contemplated by this Ordinance regardless of whether the proposed
19 financing is consummated;

20 (i) the manner in which the payment of the purchase price of the Refunding Bonds
21 deposited with the Treasurer shall be transferred for deposit in trust with a trust company or other

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1 banking institution as trustee (the "Escrow Deposit Agent") as determined in the Resolution;
2 such Escrow Deposit Agent to apply all or part of the funds so deposited to the purchase of direct
3 obligations of, or obligations the timely payment of the principal of and the interest on which is
4 unconditionally guaranteed by, the United States of America, the principal of and interest on
5 which shall be sufficient to pay in a timely manner all or a part of the principal of and
6 redemption premium, if any, and interest on, such of the Outstanding Bonds as may be identified
7 in the Resolution.

8 (j) such other matters in connection with the consummation of the financing
9 transactions contemplated by this Ordinance as may be deemed appropriate by the County
10 Council of Harford County, Maryland, including (without limitation) the appointment of agents
11 (including, but not limited to, trustees, paying agents, indexing agents and/or registrars) in
12 connection with the financing, the execution, acknowledgment, sealing and delivery of such
13 other and further agreements, documents and instruments, and the authorization of the officials
14 of the County to take any and all actions as are or may be necessary or appropriate to
15 consummate the transactions contemplated by this Ordinance in accordance with the terms
16 hereof and of the Resolution. The Resolution shall be deemed to be of an administrative nature
17 and shall be effective upon the date specified in the Resolution.

18 (k) Provide for sale of the Bonds at a future date pursuant to a forward purchase
19 agreement to be entered into by the County and appropriate underwriter and/or investment
20 banking firm or financial institution as determined by the County Executive in his sole and
21 absolute discretion.

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(l) Provide for the sale of the Harford County Refunding Bonds of 2003 (Series B) in separate sub-series at different times or from time to time, to include in such sale all or only a portion of the "Outstanding 1996 Refunding Bonds" and/or the "Outstanding 1997 Consolidated Public Improvement Bonds", as determined by administrative Resolution of the County Council pursuant to the written recommendation of the County Executive.

SECTION 7. Be it further enacted by the County Council of Harford County, Maryland, that the term "Outstanding Bonds" as described in this Ordinance shall be deemed to refer to the (a) Outstanding 1996 Consolidated Public Improvement Bonds; and (b) the Outstanding 1997 Consolidated Public Improvement Bonds, excluding bonds issued for water and sewer purposes, and such additional issues of the County's bonds (if any) as the Resolution may specify to be redeemed with the proceeds of the Refunding Bonds, including payment of redemption premiums and interest accrued, or to accrue to the date of redemption, purchase, or maturity of such additional issues of the County's bonds.

SECTION 8. Be it further enacted by the County Council of Harford County, Maryland, that authority is hereby conferred respectively on the County Executive of the County, the Director of Administration, the Treasurer, the County Attorney and the Administrator of the County Council of Harford County, Maryland, or any of them, and they are hereby directed to take the following actions on behalf of the County:

(a) to execute, acknowledge, seal and deliver the Documents substantially in the forms determined administratively by the County Council of Harford County, Maryland in the Resolution; and

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1 (b) to execute, acknowledge, seal and deliver such other and further certificates,
2 certifications, agreements, documents and instruments and take such other actions as they or any
3 one or more of them may deem necessary or appropriate to consummate the transactions
4 contemplated by this Ordinance in accordance with the provisions hereof and of the Resolution.

5 SECTION 9. Be it further enacted by the County Council of Harford County, Maryland,
6 that the Treasurer, or his authorized deputy, is hereby authorized and empowered to prepare and
7 distribute copies of the Documents to any person who may, in his judgment, be interested in
8 participating in the financing described in this Ordinance or who may request the same or
9 information with respect thereto; provided, however, that any preliminary official statement and
10 related material shall be clearly marked to indicate that they are subject to completion and
11 amendment.

12 SECTION 10. Be it further enacted by the County Council of Harford County, Maryland,
13 that, all evidences of indebtedness issued pursuant to this Ordinance shall be secured by the
14 pledge of the full faith and credit and unlimited taxing power of the County, and the County shall
15 levy or cause to be levied in all fiscal years in which any such evidences of indebtedness are
16 outstanding, upon all legally assessable property within its corporate limits, *ad valorem* taxes in
17 rate and amount sufficient to provide for the payment, when due, of all payments due with respect
18 to such financing in each such fiscal year. If the proceeds from the taxes so levied in any such
19 fiscal year are inadequate for such payment, additional taxes shall be levied in the succeeding
20 fiscal year to make up such deficiency. The County covenants and agrees with the holders or
21 obligees, from time to time, of any Refunding Bond or any other evidences of indebtedness

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1 issued pursuant to this Ordinance to levy and collect the taxes hereinabove described and to take
2 any further action that may be appropriate from time to time during the period that such
3 financing obligations remain outstanding and unpaid to provide the funds necessary to pay the
4 same promptly when due.

5 SECTION 11. Be it further enacted by the County Council of Harford County, Maryland,
6 that the Refunding Bonds may each be sold for a price at, above, or below par, plus accrued
7 interest to the date of delivery. The Refunding Bonds shall each be sold on a negotiated basis
8 without solicitation of bids pursuant to the County's authority under the Refunding Act, and such
9 procedure for the sale of the Refunding Bonds is hereby determined to be in the public interest.
10 Notwithstanding the foregoing, upon written recommendation of the County Executive and
11 administrative resolution adopted by the County Council of Harford County, Maryland, the
12 County may sell the Refunding Bonds by competitively bid requests for proposals, substantially
13 in accordance with the Procurement Law of Harford County, Chapter 41 of the Code.

14 SECTION 12. Be it further enacted by the County Council of Harford County, Maryland,
15 that the County Council of Harford County, Maryland hereby declares that it is in the public
16 interest of the County that the issuance, sale and delivery of the Refunding Bonds be exempt
17 from the provisions of Section 9, 10 and 11 of Article 31 of the Annotated Code of Maryland, as
18 amended.

19 SECTION 13. And be it further enacted by the County Council of Harford County,
20 Maryland, to the extent that the Outstanding 1996 Refunding Bonds and the Outstanding 1997
21 Consolidated Public Improvement Bonds and the proceeds thereof were used to finance school

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1 construction or improvements to existing school facilities or portable classrooms, the portion of
2 the Refunding Bonds used to refund the Outstanding 1996 Consolidated Public Improvement
3 Bonds and the Outstanding 1997 Consolidated Public Improvement Bonds shall be paid with
4 proceeds of the recordation tax to be used pursuant to Section 12-113(a) of the Tax-Property
5 Article of the Annotated Code of Maryland (2001 Replacement Volume and 2002 Cumulative
6 Supplement).

7 In the event that the proceeds of recordation tax, pursuant to Section 12-113(a) of the Tax
8 Property Article of the Annotated Code of Maryland (2001 Replacement Volume and 2002
9 Supplement) are insufficient to pay the principal of, premium (if any) and interest on the portion
10 of the Refunding Bonds, the proceeds of which were used to finance school construction,
11 improvements to existing school facilities or portable classrooms, the full faith and credit and
12 unlimited taxing power of Harford County, Maryland are irrevocably pledged to the payment of
13 such principal, premium (if any) and interest on the Refunding Bonds as hereinafter provided.

14 SECTION 14. Be it further enacted by the County Council of Harford County, Maryland,
15 that the County Council of Harford County, Maryland hereby authorizes (a) the appointment of
16 an underwriter (the "Underwriter") to be determined by executive order of the County Executive
17 in connection with the sale of the Refunding Bonds, and (b) the payment by the County to the
18 Underwriter out of the proceeds of the sale thereof or otherwise for services rendered in
19 connection therewith, in an amount not to exceed a percentage of the principal amount of such
20 financing, such percentage to be determined in the Resolution.

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1 SECTION 15. Be it further enacted by the County Council of Harford County, Maryland,
2 that the County Executive is hereby authorized and empowered for and on behalf of the County:

3 (a) to determine whether the County Bonds Subject to Refunding, shall be refunded
4 currently or in advance and to select the maturities of the bonds to be refunded, at anytime before
5 or prior to the closing for the sale of the Refunding Bonds;

6 (b) to cause the preparation, printing, execution and delivery Of the Documents, each
7 substantially in the form presented to the County Council of Harford County, Maryland, with
8 such modifications, supplements or amendments thereto as may be recommended by counsel;
9 and

10 (c) to do all such things as may be necessary or desirable in the opinion of the County
11 Executive in connection therewith.

12 SECTION 16. Be it further enacted by the County Council of Harford County, Maryland,
13 that, upon written recommendation of the County Executive, the County Council of Harford
14 County, Maryland may, at any time, prior to the execution of a purchase agreement with the
15 Underwriter for the purchase of the Refunding Bonds, by resolution(s) of the County Council of
16 Harford County, Maryland, administrative in nature, change the date of sale, the date of bid
17 opening, the dates of maturity or redemption of the Refunding Bonds, the amount of the
18 Refunding Bonds to be sold (so long as the principal amount does not exceed the maximum
19 principal amount of the Refunding Bonds permitted under this Ordinance) and the amount(s) of
20 Refunding Bonds maturing in each year, the years of maturity of the Outstanding Bonds to be,
21 refunded, the interest payment dates of the Refunding Bonds, appoint paying agents and/or

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1 registrars for the bonds, the manner of solicitation for sale, whether ownership of the Refunding
2 Bonds shall be maintained in book entry or certificated bond form, and the terms of sale of the
3 Refunding Bonds.

4 SECTION 17. Be it further enacted by the County Council of Harford County, Maryland,
5 that, subsequent to the execution of the purchase agreement between the County and the
6 Underwriter and upon written recommendation of the County Executive, or upon public sale, the
7 interest rate or rates payable thereon shall be fixed by a Resolution in accordance with the terms
8 and conditions of the sale of the Refunding Bonds. The Refunding Bonds shall thereupon be
9 suitably printed or engraved and duly executed and delivered to the Underwriter in accordance
10 with the conditions of delivery as shall be set forth in the purchase agreement. The proceeds of
11 the sale of the Refunding Bonds, including any premium and accrued interest received therefore,
12 shall be paid to the Department of the Treasury of Harford County and shall be deposited in a
13 special account of Harford County, Maryland. Harford County, Maryland may, at its option,
14 deduct from the gross proceeds received from the sale of the Refunding Bonds the cost of issuing
15 the same, including the cost of advertising, printing and professional fees (including legal) and
16 expenses. There shall be deducted from the total gross proceeds, received from the sale of the
17 Refunding Bonds the amount received on account of accrued interest on the Refunding Bonds,
18 which amount shall be set apart by the Treasurer of Harford County in a special fund and applied
19 to the first maturing interest payment of the Refunding Bonds, The balance of the proceeds of the
20 sale of the Refunding Bonds shall be expended for the purposes set forth in this Ordinance, and
21 in the Resolution. If the funds derived from the sale of the Refunding Bonds shall exceed the

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1 amount needed to refund the County Bonds Subject to Refunding, the excess funds so borrowed
2 and not expended by the County Council of Harford County, Maryland shall be applied by the
3 County in payment of the next principal maturity of the Refunding Bonds, unless the County
4 Council of Harford County, Maryland shall adopt a resolution or ordinance allocating said excess
5 funds for such purposes as may be permitted by then applicable law.

6 SECTION 18. Be it further enacted by the County Council of Harford County, Maryland,
7 that for the purpose of paying the interest on. premium (if any) and principal or accreted amount
8 of the Refunding Bonds authorized by this Ordinance, there is hereby levied and there shall
9 hereafter be levied in each fiscal year that any of the Refunding Bonds are outstanding, *ad*
10 *valorem* taxes on real and tangible personal property and intangible property subject to taxation
11 by the County without limitation on rate or amount; and, in addition, upon such other intangible
12 property as may be subject to taxation by the County within limitations prescribed by law, in an
13 amount sufficient together with funds available from other sources, to pay the annual interest on
14 the Outstanding Bonds and to redeem the Outstanding Bonds maturing during the succeeding
15 year; and the full faith and credit and the unlimited taxing power of the County are hereby
16 irrevocably pledged to the punctual payment of the principal of (or accreted amount). premium
17 (if any) and interest on the Refunding Bonds as and when they mature. Harford County,
18 Maryland, by the passage of this Ordinance hereby covenants and agrees properly and promptly
19 to perform all of the respective acts and duties defined in this Ordinance for the levy and
20 collection of the aforesaid *ad valorem* tax upon all the assessable property within the corporate
21 limits of Harford County, Maryland, as the levy and collection of such a tax becomes necessary

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1 in order to meet the debt service requirements of the Refunding Bonds. By this Ordinance,
2 Harford County, Maryland agrees to take all action it may be legally authorized and empowered
3 to take in order to enforce, in any year in which any of the Refunding Bonds are outstanding, the
4 guarantee of such Refunding Bonds by Harford County.

5 SECTION 19. Be it further enacted by the County Council of Harford County, Maryland,
6 that the County covenants and agrees with the registered owners from time to time of the
7 Refunding Bonds as follows:

8 (a) The County covenants that it will not make any use of the proceeds of any of the
9 Refunding Bonds or any moneys, securities or other obligations on deposit to the credit of the
10 County or otherwise which may be deemed by the Internal Revenue Service to be proceeds of
11 any of the Refunding Bonds pursuant to the Internal Revenue Code of 1986, as amended, and
12 Income Tax Regulations thereunder (collectively, the "Code"), which would cause any of the
13 Refunding Bonds to be "arbitrage bonds" or "private activity bonds" within the meaning of the
14 Code.

15 (b) The County further covenants that it will comply with those provisions of the
16 Code which are applicable to the Refunding Bonds on the date of issuance of the Refunding
17 Bonds and which may subsequently lawfully be made applicable to the Refunding Bonds. To the
18 extent that provisions of the Code apply to only a portion of the Bonds, proceeds of the Bonds or
19 other moneys, securities or other obligations deemed to be proceeds, it is intended that the
20 covenants of the County contained in this Section 19 be construed so as to require the County to
21 comply with the provisions of the Code only to the extent of such applicability.

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1 (c) The County further covenants that it will not (i) take any action, (ii) fail to take
2 any action, or (iii) make any use of the proceeds of any of the Refunding Bonds which would
3 cause the interest on any of the Refunding Bonds to be or become subject to federal income taxes
4 in the hands of the registered holders of any of the Refunding Bonds.

5 SECTION 20. Be it further enacted by the County Council of Harford County, Maryland,
6 that the Refunding Bonds shall be executed and attested in the manner described in this
7 Ordinance. In the event that any officer whose signature shall appear on the Refunding Bonds
8 shall cease to be such officer before the delivery of the Refunding Bonds, such signature shall
9 nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in
10 office until delivery.

11 SECTION 21. Be it further enacted by the County Council of Harford County, Maryland,
12 that the Treasurer is hereby designated and appointed as bond registrar, paying agent and
13 authenticating agent for the Refunding Bonds (the "Bond Registrar"). The Bond Registrar shall
14 maintain books of the County for the registration and transfer of the Refunding Bonds. No
15 Refunding Bonds may be registered to' bearer. In addition, the County may from time to time,
16 either prior to or following the issuance of the Refunding Bonds, designate and appoint the
17 Department of the Treasury of the County, any officer or employee of the County or one or more
18 banks, trust companies, corporations or other financial institutions to act as a substitute or
19 alternate bond registrar, paying agent or authenticating agent for the Refunding Bonds, and any
20 such substitute or alternate shall be deemed to be the Bond Registrar or an alternate Bond
21 Registrar for all purposes specified in the resolution appointing such substitute or alternate. Any

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1 such appointment shall be made by the County Council of Harford County, Maryland by
2 resolution; and the exercise of such power of appointment, no matter how often, shall not be an
3 exhaustion thereof.

4 SECTION 22. Be it further enacted by the County Council of Harford County, Maryland,
5 that the Refunding Bonds shall be authenticated and shall be subject to registration, exchange
6 and transfer as follows:

7 (a) No Refunding Bond shall be valid or obligatory for any purpose unless and until
8 the certificate of authentication therefore shall have been duly executed by the Bond Registrar,
9 and such executed certificate of the Bond Registrar upon any such Refunding Bond shall be
10 conclusive evidence that such Refunding Bond has been authenticated and delivered pursuant to
11 this Ordinance. The Bond Registrar's certificate of authentication on any Refunding Bond shall
12 be deemed to have been executed by it if manually signed by an authorized signer of the Bond
13 Registrar, but it shall not be necessary that the same person sign the certificate of authentication
14 on all of the Refunding Bonds issued hereunder.

15 (b) Each Refunding Bond shall be transferable only upon the books of the County
16 maintained by the Bond Registrar, at the written request of the registered owner thereof or his
17 attorney duly authorized in writing. Any such transfer of such Refunding Bond shall be made,
18 upon surrender thereof, together with a written instrument of transfer satisfactory to the Bond
19 Registrar duly executed by the registered owner or his attorney duly authorized in writing. Upon
20 the surrender for transfer of any Refunding Bond, the County shall issue, and the Bond Registrar
21 shall authenticate, in the name of the transferee, in authorized denominations, a new Refunding

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1 Bond or Refunding Bonds of the same aggregate principal amount and of the same form and
2 tenor as the surrendered Refunding Bond. If any Refunding Bond is presented for such purpose
3 at the principal office of the Bond Registrar, the Bond Registrar shall register or cause to be
4 registered in the Bond Registrar and permit to be transferred thereon, under such reasonable
5 regulations as the County or the Bond Registrar may prescribe, any Refunding Bond entitled to
6 registration or transfer. So long as any of the Refunding Bonds remain outstanding, the County
7 shall cooperate in making all necessary provisions to permit the exchange of Refunding Bonds at
8 the principal office of the Bond Registrar.

9 The County and the Bond Registrar may deem and treat the person in whose name any
10 Refunding Bond shall be registered upon the books of the County as the absolute owner of such
11 Refunding Bond, whether such Refunding Bond shall be overdue or not, for the purpose of
12 receiving payment of, or on account of, the principal or accreted amount of and premium, if any,
13 and interest on such Refunding Bond and for all other purposes, and all such payments so made
14 to any such registered owner or, upon his order shall be valid and effectual to satisfy and
15 discharge the liability upon such Refunding Bond to the extent of the sum or sums so paid, and
16 neither the County nor the Bond Registrar shall be affected by any notice to the contrary.

17 The Refunding Bonds, upon surrender thereof at the principal office of the Bond
18 Registrar with a written instrument of transfer satisfactory to the Bond Registrar, duly executed
19 by the registered owner or his duly authorized attorney, may, at the option of the registered
20 owner thereof, be exchanged for an equal aggregate principal amount of Refunding Bonds (if the
21 Refunding Bonds are Current Interest Refunding Bonds) or an equal aggregate Maturity Amount

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1 of Refunding Bonds (if the Refunding Bonds are Capital Appreciation Refunding Bonds) of the
2 same maturity and of any other authorized denominations.

3 In all cases in which the privilege of exchanging Refunding Bonds or transferring
4 Refunding Bonds is exercised, the County shall execute, and the Bond Registrar shall
5 authenticate and deliver, Refunding Bonds in accordance with the provisions of this Ordinance.
6 All Refunding Bonds surrendered in any such exchanges or transfers shall forthwith be canceled
7 by the Bond Registrar. For every such exchange or transfer of Refunding Bonds, the County or
8 the Bond Registrar shall make a charge for any tax or other governmental charge required to be
9 paid with respect to such exchange or transfer. Such charge shall be paid by the person
10 requesting such exchange or transfer as a condition precedent to the exercise of the privilege of
11 making such exchange or transfer. The Bond Registrar shall not be obligated to make any such
12 exchange or transfer of Refunding Bonds during the 15 days next preceding an interest payment
13 date on the Refunding Bonds, or in case of any proposed redemption of the Refunding Bonds,
14 during the 15 days next preceding the date of the mailing or delivery of notice of such
15 redemption. The Bond Registrar shall not be required to make any transfer or exchange of any
16 Refunding Bonds called for redemption.

17 (c) In the event any Refunding Bond is mutilated, lost, stolen or destroyed, the
18 County may execute, and the Bond Registrar may authenticate, a new Refunding Bond of like
19 date, maturity, interest rate and denomination as that of the Refunding Bond mutilated, lost, stolen
20 or destroyed; provided that, in the case of any mutilated Refunding Bonds, such mutilated
21 Refunding Bonds shall first be surrendered to the Bond Registrar, and in the case of any lost,

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1 stolen or destroyed Refunding Bond, there shall be first furnished to the County and the Bond
2 Registrar evidence of such loss, theft or destruction satisfactory to the County and the Bond
3 Registrar, together with indemnity satisfactory to them In the event any such Refunding Bond
4 shall be about to mature or have matured or been called for redemption, instead of issuing a
5 duplicate Refunding Bond the, Bond Registrar may pay the same without surrender thereof. The
6 County and the Bond Registrar may charge the registered owner of such Refunding Bond their
7 expenses and reasonable fees, if any, in this connection.

8 SECTION 23. Be it further enacted by the County Council of Harford County, Maryland,
9 that:

10 (a) Certain of the Refunding Bonds may be subject to redemption prior to maturity.
11 The Refunding Bonds so subject to redemption, if any, the redemption dates, the redemption
12 prices, and the method of choosing Refunding Bonds to be redeemed upon a partial redemption,
13 shall be specified in the Resolution.

14 (b) Unless notice of redemption shall be waived in writing by the registered owners
15 of the Refunding Bonds to be redeemed, a notice calling for redemption of the Refunding Bonds
16 to be redeemed shall be mailed by the Bond Registrar, not less than 30 days nor more than 45
17 days, prior to the date fixed for redemption (the "Redemption Date"), (i) to all registered owners
18 of the Refunding Bonds to be redeemed (in whole or in part), at their addresses appearing on the
19 registration books kept by the Bond Registrar, by first-class mail, postage prepaid; and (iii) (A)
20 to The Depository Trust Company, Midwest Securities Trust Company, Pacific Securities
21 Depository Trust Company, Philadelphia Depository Trust Company, and any other registered

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1 securities depository hereafter established, and their respective successors and assigns, if any, by
2 certified or registered mail or overnight delivery service, and (B) to at least two national
3 information services that disseminate redemption notices, by certified or registered mail or
4 overnight delivery service; but failure to mail or deliver any such notice or any defect in the
5 notice so mailed or delivered, or in the mailing or delivery thereof, shall not affect the validity of
6 any redemption proceedings. Such notice shall specify numbers, CUSIP numbers and maturities
7 of the Refunding Bonds to be redeemed (in whole or in part), which statement of numbers may
8 be from one number to another, inclusive, the Redemption Date and redemption price, and shall
9 further state that, on the Redemption Date, the Refunding Bonds called for redemption will be
10 due and become payable at the office of the Bond Registrar, and that, from and after the
11 Redemption Date, interest thereon shall cease to accrue. The Bond Registrar will use its best
12 efforts to mail a second notice of redemption to registered owners of Refunding Bonds who have
13 not presented their Refunding Bonds for redemption 60 days after the Redemption Date.

14 (c) On the Redemption Date, notice having been mailed or waived, and moneys for
15 the payment of the redemption price plus accrued interest being held by the Bond Registrar, the
16 Refunding Bonds (or portions thereof) so called for redemption shall become due and payable at
17 the redemption price provided for redemption of such Refunding Bonds (or such portions
18 thereof) on the Redemption Date, interest on such Refunding Bonds so called for redemption
19 shall cease to accrue and the holders or registered owners of such Refunding Bonds so called for
20 redemption shall have no rights in respect thereto except to receive payment of the redemption

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1 price thereof, plus accrued interest thereon to the Redemption Date from such moneys held by
2 the Bond Registrar.

3 (d) If it is determined that a portion, but not all of the principal amount represented by
4 any Refunding Bond is to be called for redemption, then upon notice of intention to redeem such
5 portion, the registered owner of such Refunding Bond shall forthwith surrender such Refunding
6 Bond to the Bond Registrar (i) the payment of the redemption price (including the premium, if
7 any, and interest to the Redemption Date) of the portion of the principal amount thereof called
8 for redemption; and (ii) in exchange for a new Refunding Bond of the unredeemed balance of the
9 principal amount of such Refunding Bond, and having the same form and tenor as such
10 Refunding Bond. If the Refunding Bond is required to be surrendered to the Bond Registrar, a
11 new Refunding Bond or Bonds representing the unredeemed balance of the principal amount of
12 such Refunding Bond shall be issued to the registered owner thereof without charge therefor. If
13 the registered owner of any such Refunding Bond shall fail to present such Refunding Bond to
14 the Bond Registrar for payment and exchange as aforesaid, such Refunding Bond shall
15 nevertheless become due and payable on the date fixed for redemption to the extent of the
16 portion of the principal amount called for redemption (and to that extent only). Interest shall
17 cease to accrue on the portion of the principal amount of such Refunding Bond called for
18 redemption on and after the Redemption Date, and no Refunding Bonds shall be thereafter issued
19 corresponding to such portion.

20 SECTION 24. Be it further enacted by the County Council of Harford County,
21 Maryland, that the provisions of this Ordinance are severable, and if any provision, sentence,

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1 clause, section or part hereof is held illegal, invalid or unconstitutional or inapplicable to any
2 person or circumstances, such illegality, invalidity or unconstitutionality, or inapplicability shall
3 not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of this
4 Ordinance or their application to other persons or circumstances. It is hereby declared to be the
5 legislative intent that this Ordinance would have been passed if such illegal, invalid or
6 unconstitutional provision, section, clause, section or part had not been included herein, as if the
7 person or circumstances to which this Ordinance or any part here are inapplicable had been
8 specifically exempted therefrom.

9 SECTION 25. Be it further enacted by the County Council of Harford County, Maryland
10 that upon recommendation of the County Executive, the County Council of Harford County,
11 Maryland may adopt a resolution pursuant to Article 31, Section 2C of the Annotated Code of
12 Maryland (2002 Replacement Volume), as amended, authorizing the Refunding Bonds to be
13 sold, pursuant to this Ordinance, to be consolidated for sale and issued, sold and delivered as a
14 single issue of bonds with other bonds authorized to be sold by Harford County, Maryland.

15 SECTION 26. And be it further enacted by the County Council of Harford County,
16 Maryland, that the issuance of Harford County Refunding Bonds of 2003 (Series B), is hereby
17 declared to be of an emergency measure affecting the health, safety and welfare of the citizens of
18 Harford County, Maryland, and it is in the best interests of the County to issue and sell the
19 foregoing Bonds as soon as possible, thereby achieving a savings of interest costs to the County,
20 and this Act shall take effect on the date it becomes law.

21 EFFECTIVE: June 23, 2003

*The Acting Council Administrator of the Council
does hereby certify that fifteen (15) copies of this Bill are
immediately available for distribution to the public and the
press.*

Mary Kate Clendinning
Acting Council Administrator

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EXHIBIT A

1. Name of Issue: Harford County 1996 Consolidated Public Improvement Bonds

Date of Issue: March 1, 1996

Original Aggregate Principal Amount: \$37,850,000

Outstanding Principal Amount: \$23,250,000 consisting of \$16,870,000 General
Obligation Bonds and \$6,380,000 Water and Sewer Bonds

Enabling Authority: Bill Nos. 94-38 and 95-28 and Resolution No. 3-96

Redemption Date: March 1, 2006

Redemption Price: 102% until February 28, 2007

2. Name of Issue: Harford County 1997 Consolidated Public Improvement Bond

Date of Issue: December 1, 1997

Original Aggregate Principal Amount: \$41,325,000

Outstanding Principal Amount: \$26,810,000, consisting of \$15,320,000 General
Obligation Bonds and \$11,490,000 Water and Sewer Bonds

Enabling Authority: Bill Nos. 96-23 and 97-42 and Resolution No. 30-97

Redemption Date: December 1, 2007

Redemption Price: 102%, December 1, 2007 to November 30, 2008

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EXHIBIT B

Projects Financed with Proceeds of General Obligation Portion of Harford County 1996 Consolidated Public Improvement Bonds and Harford County 1997 Consolidated Public Improvement Bonds

General County Projects – 1996

Site Acquisition	\$ 1,998,554
Edgewood Senior Center	480,000
Detention Center Expansion	4,739,500
C. Milton Wright Addition	2,121,900
Harford Glen Dormitory	500,000
Science Labs (Joppatowne and Harford Technical)	979,300
Hall Crossroads Elementary	1,246,500
Norrisville Elementary	1,432,800
Forest Lakes Elementary School	3,318,190
Renovation of Science Department Areas	557,187
Hickory Elementary School Modernization	2,000,000
Churchville Elementary School Modernization	250,000
Enlarged Gymnasiums and Activity Rooms	525,000
Harford Community College	1,221,069
Bel Air Library	6,500,000

General County Projects – 1997

Site Acquisition	\$ 7,001,228
HEAT Phase II Building	1,000,000
Bel Air Library	520,000
Harford Glen Environmental Center	2,240,000
Hickory Elementary Modernization	308,938
Hillsdale Media Center Renovation	758,650
Homestead Elementary Media	798,450
Enlarged Gymnasiums and Activity Rooms	450,000
Bel Air Senior Center	1,000,000
Harford Community College Joint Research Library	2,454,352
Edgewood Library	2,025,000
Churchville Elementary Modernization	2,463,400
Forest Hill Elementary Modernization	2,908,982
Harford Vocational Technical High School – HVAC System	751,000

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HARFORD COUNTY BILL NO. 03-29

Brief Title) Refunding Bonds 2003, Series B

is herewith submitted to the County Council of Harford County for enrollment as being the text as finally passed.

CERTIFIED TRUE AND CORRECT

Mary Kate Herbig
Acting Council Administrator

Date June 17, 2003

ENROLLED

Robert S. Hagan
Council President

Date June 17 03

BY THE COUNCIL

Read the third time.

Passed: LSD 03-18

Failed of Passage: _____

By Order

Mary Kate Herbig
Acting Council Administrator

Sealed with the County Seal and presented to the County Executive for approval this 19th day of June, 2003 at 3:00p.m.

Mary Kate Herbig
Acting Council Administrator

BY THE EXECUTIVE

James H. Harkin
COUNTY EXECUTIVE

APPROVED: Date June 23, 2003

BY THE COUNCIL

This Bill No. 03-29, having been approved by the Executive and returned to the Council, becomes law on June 23, 2003...

EFFECTIVE DATE: June 23, 2003

Barbara J. Ruth
Council Administrator